

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO  
28 U.S.C. § 1746 REGARDING DEBTORS' THIRTY-THIRD  
OMNIBUS OBJECTION TO PROOFS OF CLAIM (DUPLICATE CLAIMS)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19<sup>th</sup> Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On August 31, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims)* (ECF No. 9787) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for September 15, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** and **Exhibit 2**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: September 22, 2021  
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

*Attorneys for Debtors*

*and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>2</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**ORDER GRANTING DEBTORS' THIRTY-THIRD OMNIBUS  
OBJECTION TO PROOFS OF CLAIM (TO RECLASSIFY OR DISALLOW CLAIMS)**

Upon the *Debtors' Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims)*, filed on August 31, 2021 (the "**Objection**"),<sup>3</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection; and the

<sup>2</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

<sup>3</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on (i) **Exhibit 1** annexed hereto and each asserted secured claim associated therewith is reclassified in its entirety to a general unsecured claim, (ii) **Exhibit 2** annexed hereto is disallowed in its entirety (collectively, the “**Disputed Claims**”).
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2021  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Duplicated Claims (Reclassified Claims)**

**Debtors' [Thirty-Third] Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
1.	1670 E4TH ONTARIO LLC	17961	\$460,472.46	\$460,472.46	\$0.00
2.	Angione, Emilia I	16698	\$6,551.55	\$6,551.55	\$0.00
3.	Battle, Jesse Richard	18921	\$3,059.16	\$3,059.16	\$0.00
4.	City of Chicago Department of Finance/Bureau of Utility Billing and Customer Service	6987	\$6,565.96	\$6,565.96	\$0.00
5.	City of Cocoa	19962	\$4,035.46	\$4,035.46	\$0.00
6.	City of Daytona Beach	19088	\$5,704.25	\$5,704.25	\$0.00
7.	CITY OF ELYRIA - ELYRIA PUBLIC UTILITIES	14809	\$2,313.45	\$2,313.45	\$0.00
8.	City of Hialeah	20059	\$9,216.81	\$9,216.81	\$0.00
9.	City of Kent Utility Billing	17470	\$9,170.21	\$9,170.21	\$0.00
10.	City of Portage	6721	\$3,259.11	\$3,259.11	\$0.00
11.	COOPER, JO ANN	11244	\$3,000.00	\$3,000.00	\$0.00
12.	Culley, Amy	11945	\$3,045.89	\$3,045.89	\$0.00
13.	Deptford Township MUA	5367	\$2,341.72	\$2,341.72	\$0.00
14.	Duetemeyer, Paul Leonard	6743	\$5,088.33	\$5,088.33	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' [Thirty-Third] Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
15.	Erie Water Works	18676	\$2,246.16	\$2,246.16	\$0.00
16.	Erie Water Works	18674	\$1,134.48	\$1,134.48	\$0.00
17.	FAUX, BRENDA	14994	\$20,000.00	\$20,000.00	\$0.00
18.	Goode, Diahann A	14736	\$7,213.26	\$7,213.26	\$0.00
19.	GREENE JERRY D	10958	\$2,609.25	\$2,609.25	\$0.00
20.	Jigba, Christiana Bassey	6810	\$2,629.67	\$2,629.67	\$0.00
21.	Lower Paxton Township Authority	5533	\$1,281.38	\$1,281.38	\$0.00
22.	MASOTTI, MAXI	11217	\$5,000.00	\$5,000.00	\$0.00
23.	Meck, Donald L.	14754	\$47,000.00	\$47,000.00	\$0.00
24.	Miami Dade Water and Sewer Department	19823	\$30,468.09	\$30,468.09	\$0.00
25.	MORGAN, ERICA	11003	\$2,700.00	\$2,700.00	\$0.00
26.	Olive Elect, LLC	8206	\$55,543.81	\$55,543.81	\$0.00
27.	On Time Integration Inc.	8526	\$236,770.34	\$236,770.34	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' [Thirty-Third] Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
28.	Santa Rosa Mall, LLC	19755	\$20,836,827.00	\$20,836,827.00	\$0.00
29.	Scheibler, James	15371	\$8,859.85	\$8,859.85	\$0.00
30.	SMITH, BENNY	13647	\$1,500.00	\$1,500.00	\$0.00
31.	SONTIC WARD INC.	15810	\$38,000.00	\$38,000.00	\$0.00
32.	The Hartford Insurance	19839	\$13,401.73	\$13,401.73	\$0.00
33.	TOWNSHIP OF WAYNE	8110	\$4,410.51	\$4,410.51	\$0.00
34.	Tri Great International Ltd.	180	\$181,672.00	\$181,672.00	\$0.00
35.	TRI GREAT INTERNATIONAL LTD.	288	\$26,352.00	\$26,352.00	\$0.00
36.	VILLEGAS, VAN	13567	\$3,743.64	\$3,743.64	\$0.00
37.	WASHINGTON, MARY	9904	\$30,000.00	\$30,000.00	\$0.00
38.	Water Revenue Bureau	19445	\$6,605.71	\$6,605.71	\$0.00
39.	WATSON, VIRGINIA	12258	\$1,400.00	\$1,400.00	\$0.00
40.	Wayne Township Tax Collector	12022	\$4,871.12	\$4,871.12	\$0.00
41.	WILLIAMS, LINDA	13507	\$12,365.59	\$12,365.59	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Thirty-Third] Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, *et al.*  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
42.	Williams, Majorie M	3706	\$1,360.00	\$1,360.00	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit 2**

**Disputed Claims (Disallowed Claims)**

**Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit B - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*					
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Secured Claim Amount	Amount Disallowed	Allowed Secured Claim Amount
1.	Bloomquist, Shane R.	8263	\$22,920.16	\$22,920.16	\$0.00
2.	GOMEZ, RAMON	13579	\$4,140.50	\$4,140.50	\$0.00
3.	HOLBROOK, FRAN	19376	\$2,607.00	\$2,607.00	\$0.00
4.	Lambert, Nathaniel	9377	\$10,000.00	\$10,000.00	\$0.00
5.	Rodriguez, William	20139	\$5,694.00	\$5,694.00	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Redline of Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**ORDER GRANTING DEBTORS' THIRTY-THIRD OMNIBUS  
OBJECTION TO PROOFS OF CLAIM (TO RECLASSIFY OR DISALLOW CLAIMS)**

Upon the *Debtors' Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims)*, filed on August 31, 2021 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection;

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having ~~held a hearing to consider the relief requested in the Objection on \_\_\_\_\_ (the “Hearing”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having~~ determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on (i) **Exhibit 1** annexed hereto and each asserted secured claim associated therewith is reclassified in its entirety to a general unsecured claim, (ii) **Exhibit 2** annexed hereto is disallowed in its entirety (collectively, the “**Disputed Claims**”).
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to,

claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2021  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE